

BY-LAWS

CITIZEN CONSERVATION BOARD

Adopted _____, 2018

ARTICLE I: NAME

The Board's name is the Citizen Conservation Board.

ARTICLE II: DEFINITIONS

Section I. Definitions

In these by-laws, the following definitions apply:

- A. Board: The Citizen Conservation Board, established by City of Helena Resolution No. 20375.
- B. City: City of Helena.
- C. City Commission: The governing body of the City of Helena.
- D. MCA: Montana Code Annotated.
- E. Quorum: The presence of a majority of appointed Board members at a meeting.
- F. Staff: Employees of the City of Helena.

ARTICLE III: AUTHORITY, POWERS AND DUTIES

Section I. Authority

The City created the Board on August 7, 2017, through passage of City Resolution No. 20375, which in turn implemented Section 5 of City Resolution No. 20347.

Section 2. Powers and Duties

- A. The Board has all powers and duties vested in it by law and the City Commission, to whom it directly reports. The Board's powers and duties are advisory, only.
- B. Pursuant to City Resolution No. 20375, the Board will support, recommend, report on, and monitor City sustainability measures, including but not limited to measures for the City to meet the Paris Climate Agreement Goals and to hold warming to well below 2°C and accelerate the transition to a clean energy economy, as set forth in City Resolution No. 20347.

ARTICLE IV: BOARD OFFICERS AND DUTIES

Section 1. Officers

The officers of the Board are a Chair and two Vice Chairs.

Section 2. Election of Officers

The Chair and Vice Chairs shall be elected by a majority of a quorum of the Board.

Section 3. Board Chair

The Chair presides over all regular and special meetings of the Board. The Chair signs documents and communications on behalf of the Board and performs other duties described in these by-laws.

Section 4. Board Vice Chairs

In the absence of the Chair, on an alternating basis, one of the two Vice Chairs shall serve as Chair and have such responsibility and authority as provided in Section 3 of this Art. IV. The Vice Chairs shall perform other duties delegated by the Chair.

Section 5. Office Succession

If the office of Chair or Vice Chair becomes vacant, the Board shall elect a new Chair or Vice Chair, as applicable, at its next regular meeting in the manner provided in Section 2 of this Art. IV.

Section 6. Officer Absences

If the Chair and Vice Chairs are absent from any meeting, the City employee staffing the meeting shall call the meeting to order. A vote shall take place to elect a temporary Chair for the meeting, who must be elected by a majority of the quorum.

Section 7. Removal of Officers

A motion to remove the chair or either vice chair may be made at any meeting. If a majority of the quorum concurs, the removal of the officer shall appear on the agenda of the next regularly scheduled meeting. Removal of an officer shall be effective upon the vote of a two-thirds majority of the quorum.

ARTICLE V: MEETINGS, PUBLIC PARTICIPATION, AND PROCEDURES

Section 1. Regular Meetings

- A. The Board shall hold regular meetings on the second Thursday of each month at 4:30 p.m., at the City-County Building, 316 North Park Avenue, Helena, Montana. Additional meetings may be held on an as-needed basis.
- B. If a quorum is not present, a regular meeting shall be canceled.

Section 2. Special Meetings

- A. A special meeting is any meeting of the Board other than a regular meeting, subcommittee meeting, or work session.
- B. The Chair may independently, or upon request of two Board members, call a special meeting.
- C. A special meeting may be an extension of a regular meeting in which there was not sufficient time to address all agenda items. If the date, time, and place of the special meeting are set at the regular meeting and the agenda item for the special meeting is a continuation of that from the regular meeting (and there are no new agenda items), the special meeting may occur the following business day or on another day selected by the Chair. If the special meeting is held on the following business day, the 48-hour public notice otherwise required by Section 5.D. of this Art. V is not required.
- D. If a quorum is not present, a special meeting shall be canceled.

Section 3. Work Sessions

- A. A work session is a time when members of the Board meet to discuss subjects including but not limited to those related to scheduling or process, pending legislative matters, or subjects within the scope of the Board's duties.
- B. The Chair or two Board members may call a work session.
- C. A quorum is not required to conduct a work session.
- D. The Board may adopt a procedure for work sessions that is less formal than that prescribed for regular or special meetings; depending on the nature of the subject to be addressed, 48 hours of public notice, including an agenda, as described in Section 5.C. and D. of this Art. V, is encouraged but **not** required.

Section 4. Subcommittees

- A. The Board may form subcommittees to study specific issues related to the City's energy usage, sustainability, and climate change.
- B. The Chair may independently, or upon request of two Board members, create a subcommittee.
- C. A quorum of the full Board is not required on a subcommittee.
- D. A subcommittee may adopt a procedure for its meetings that is less formal than that prescribed for regular or special meetings; however, 48 hours of public notice, including an agenda, as described in Section 5.C. and D. of this Art. V, is required.

Section 5. Open Meetings, Exception

- A. All Board meetings (regular and special), subcommittee meetings, and work sessions shall be open to the public, except as provided in Section 5.B. of this Art. V, below.
- B. The presiding officer of a meeting, subcommittee meeting, or work session may close the meeting or session, or portion thereof, during the time the discussion relates to a matter of individual privacy if the presiding officer determines the demands of individual privacy clearly exceed the merits of public disclosure, as provided in MCA § 2-3-203(3).
- C. All Board meetings will be conducted using Roberts Rules of Order.
- D. Except as provided in Section 2.C. of this Art. V, or in extraordinary and unanticipated circumstances as determined by the Chair, staff shall provide public notice of all meetings and subcommittee meetings 48 hours in advance of the meeting. Public notice shall include the date, time, location, and agenda of the meeting. Staff shall provide public notice of work sessions requested by the Board or Board members participating in the work session.
- E. Board action is not official unless authorized by a majority of a quorum of the Board at a regular or special meeting.
- F. Minutes shall be kept and available for all open meetings pursuant to MCA § 2-3-212. Written minutes prepared by staff and approved by the Board shall be official minutes of the Board.

Section 6. Public Participation & Inspection

- A. Any citizen may comment or provide testimony on any item on the agenda.
- B. Public comment may be made in writing in addition to or in the alternative to oral comment.
- C. Persons (other than staff) testifying shall provide their name and address.
- D. The public shall have an opportunity to address the Board on any item not appearing on the agenda but within the powers and duties of the Board, as provided in MCA § 2-3-103(1). However, the Board may not take action on any matter discussed if that matter is not included on the agenda. See *also* Section 7.D. of this Art. V.
- E. All records of open meetings shall be available for public inspection during normal business hours of the City.

Section 7. Order of Business

All open meetings shall be conducted in accordance with the following Order of Business unless the Board determines by a vote of a majority of the quorum to follow some different procedure:

- A. Roll call (determination that a quorum is present).
- B. Approval of minutes.
- C. Agenda items (see Section 8 of this Art. V).
- D. Additional public comment on any item not appearing on the agenda but within the powers and duties of the Board, as provided in MCA § 2-3-103(1). Pursuant to MCA § 2-3-103(1), the Board may not take action on any public comment about issues not on the agenda. See *also* Section 6.D. of this Art V.
- E. Announce next meeting (date, time, and location).

Section 8. Agendas

- A. All Board meetings and subcommittee meetings shall have an agenda.
- B. A draft agenda shall be prepared by staff, in consultation with the Chair. The Chair shall approve the final agenda and staff shall post the agenda on the Board's website at least 48 hours prior to the meeting.

- C. Discussion of each agenda item shall be conducted in accordance with the following procedure unless the Board determines by a majority of the quorum to follow some different procedure:
1. The Board first shall hear a report on the agenda item from staff, as applicable.
 2. The Board shall then hear and receive written or oral comments from the public regarding the agenda item.
 3. Any person wishing to speak a second time may do so only with the permission of the Chair or with the approval of a majority of the quorum.
 4. The Board, or any member, may at any time question any staff or member of the public about statements, comments, or testimony.
 5. After hearing all statements, comments, and testimony, the Chair may close the public comment portion of that agenda item.
 6. After closure, and after such discussion as may be appropriate, the Board may move and vote upon a recommendation.

Section 9. Role of Staff

The staff for the Board shall:

- A. Prepare minutes summarizing Board meetings in accordance with MCA § 2-3-212(2).
- B. Assist the Board in administrative tasks and serve as liaison from the Board to the City Commission, City departments, and appropriate City staff.
- C. Recommend policies or resolutions to accomplish the duties and objectives of the Board.
- D. Prepare Board notifications, correspondence and agendas:
 1. **Board notification** shall include the date, time, place and agenda for the meeting. Notification may also include relevant documents to consider with specific agenda items. See *also* Section 8.B. of this Art. V.
 2. **Correspondence** includes preparing, mailing, and filing official correspondence from the Board to the City Commission or other persons or entities.

3. Staff shall prepare an **agenda** for each Board meeting and subcommittee meeting, as provided in Section 8.B. of this Art. V.
- E. Report the progress and status of any City program or project as relates to energy conservation and climate change and any changes in local, state, or federal guidelines, rules, regulations, or laws which may affect any of the City's programs or status related to energy conservation and climate change.
- F. Provide for staff presentations to the Board.

ARTICLE VI: LEGAL ASSISTANCE

The Board may seek or request legal assistance from the attorneys for the City Commission.

ARTICLE VII: MISCELLANEOUS

Section 1. Conflict of Interest

Any Board member having a financial or personal interest in any matter before the Board for discussion or vote shall publicly disclose the nature and extent of such interest and, if warranted, recuse and remove him- or herself from the meeting until discussion on the matter has ended and a vote, if any, is taken. In such circumstances, staff shall note in the minutes that a conflict of interest was acknowledged, and whether the Board member was absent during the discussion and voting.

Section 2. Travel

The Board and the City Commission, or its designee, must authorize travel by any Board member to attend a conference, convention, or other meeting necessary to carry out the work of the Board. Upon return, the Board member must submit a written summary of the expenditures and activities and documentation of expenditures, if available. Any travel related expenditures will be subject to the City's reimbursement policy regarding travel-related expenses.

Section 3. Amendments to Bylaws

Amendments to the bylaws of the Board may be initiated by any member of the Board. Such amendments must be submitted, in writing, in advance of a regular meeting for inclusion on the agenda of the meeting and approved by a two-thirds vote of the quorum of the Board.